

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) Chapter 7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Tri-State G.P., LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 01-0809751

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

1532 McDaniel Drive
West Chester, PA 19380

Number, Street, City, State & ZIP Code

Chester

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Tri-State G.P., LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Tri-State G.P., LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☐ Funds will be available for distribution to unsecured creditors.

☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Tri-State G.P., LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 28, 2016**
MM / DD / YYYY

X /s/ Michael Carr

Signature of authorized representative of debtor

Michael Carr

Printed name

Title **President**

18. Signature of attorney

X /s/ David B. Smith

Signature of attorney for debtor

Date **December 28, 2016**

MM / DD / YYYY

David B. Smith

Printed name

Smith Kane Holman, LLC

Firm name

**112 Moores Road
Suite 300
Malvern, PA 19355**

Number, Street, City, State & ZIP Code

Contact phone **610-407-7215**

Email address **dsmith@skhlaw.com**

59098

Bar number and State

Debtor **Tri-State G.P., LLC**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known)

Chapter **7**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION**
Pending Bankruptcy Cases Attachment

Debtor	Fox Chase Medical Center Radiology Associates, P.C.	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18835
Debtor	Michael R. Clair	Relationship to you	owner
District	EDPA	When 12/27/16	Case number, if known 16-18802
Debtor	Tri-State Imaging Consultants, LLC	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18834
Debtor	Tri-State Imaging DE Holdings, LLC	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18827
Debtor	Tri-State Imaging NJ Holdings, LLC	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18830
Debtor	Tri-State Imaging PA Holdings, LLC	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18826
Debtor	Tri-State Imaging PR Holdings, LLC	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18833
Debtor	WCP Breast MRI, LP	Relationship to you	affiliate
District	EDPA	When 12/28/16	Case number, if known 16-18825
Debtor	William Hartz	Relationship to you	owner
District	EDPA	When 12/23/16	Case number, if known 16-18774

TRI-STATE GP, LLC

**UNANIMOUS WRITTEN CONSENT
OF MEMBERS**

The undersigned, being all the Members of Tri-State GP, LLC (the "Company"), hereby adopt the following resolutions with the same force and effect as if adopted at a formal meeting of the Members held pursuant to the Company's Operating Agreement, direct the Secretary of the Company to file this written consent with the records of the Company and consent to the taking of all prior actions referred to in such resolutions:

RESOLVED, that, in the judgment of the Members, it is desirable and in the best interests of the Company that the Company commence a bankruptcy case by filing a voluntary petition under Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code"); and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Bankruptcy Court") at such time as said authorized officer executing the same shall determine; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized officers may deem necessary, proper or desirable in connection with the Chapter 7 case, with a view to the successful prosecution of the case; and

FURTHER RESOLVED, that the law firm of Smith Kane Holman, LLC be, and it hereby is, employed as bankruptcy counsel for the Company; and

FURTHER RESOLVED, that all appropriate officers of the Company are hereby authorized to instruct the Company's bankruptcy counsel to take all necessary steps in connection with the Company's Chapter 7 case; and

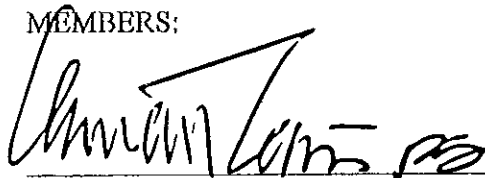
FURTHER RESOLVED, that this Unanimous Written Consent of the Members in lieu of a regularly scheduled meeting shall be filed with the records of the Company; and

FURTHER RESOLVED, that any and all acts by or on behalf of the Company taken by one or more of the officers of the Company in connection with or furtherance of the foregoing resolutions prior to the adoption of these resolutions be and the same hereby are in all respects ratified, approved and confirmed.

This Unanimous Written Consent shall be effective as of the 23 day of December, 2016, upon the signing of a copy hereof by all the Members of the Company.

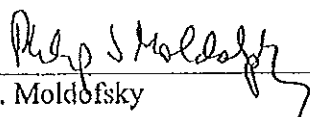
WITNESS our hands as of the date written above.

MEMBERS:



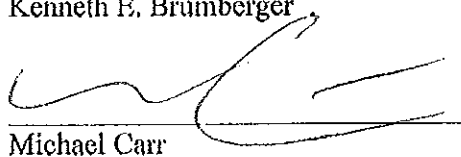
Michael R. Clair

William Hartz


Philip J. Moldofsky

Jay S. Rosenblum

Kenneth E. Brumberger


Michael Carr

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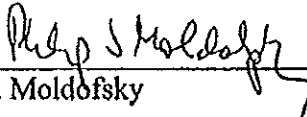
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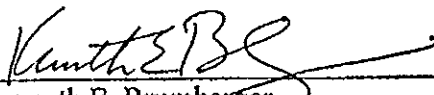
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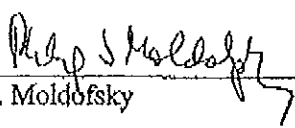
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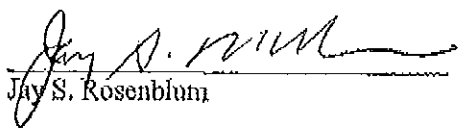
MEMBERS:

Michael R. Clair

William Hartz

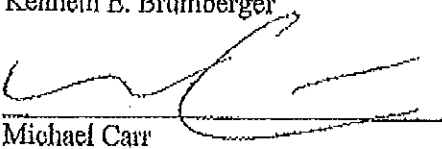


Philip J. Moldofsky



Jay S. Rosenblum

Kenneth E. Bramberger



Michael Carr

Fill in this information to identify the case:

Debtor name Tri-State G.P., LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 28, 2016

X /s/ Michael Carr

Signature of individual signing on behalf of debtor

Michael Carr

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Tri-State G.P., LLC**

United States Bankruptcy Court for the: **EASTERN DISTRICT OF PENNSYLVANIA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ **0.00**

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ **0.00**

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ **0.00**

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00**

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00**

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **17,734,795.31**

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ **17,734,795.31**

Fill in this information to identify the case:Debtor name **Tri-State G.P., LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF PENNSYLVANIA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B
Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

Valuation method used for current value**Current value of debtor's interest**

14. Mutual funds or publicly traded stocks not included in Part 1
 Name of fund or stock:

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership

15.1. general partner in WCP Breast MRI, LP, a now defunct breast imaging center, and Lebanon Diagnostic Imaging, LP, a now defunct imaging center

1 %**\$0.00**

Debtor **Tri-State G.P., LLC**
Name

Case number (If known)

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor Tri-State G.P., LLC Case number (If known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$0.00</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$0.00</u>

Fill in this information to identify the case:

Debtor name Tri-State G.P., LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name Tri-State G.P., LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

Maxus Capital Group, LLC
31300 Bainbridge Road
Solon, OH 44139

Date(s) debt was incurred _____

Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.*

☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: general partner of WCP Breast MRI, LPIs the claim subject to offset? ☒ No ☐ Yes

Amount of claim

\$1,734,795.31

3.2 Nonpriority creditor's name and mailing address

Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, NJ 08830

Date(s) debt was incurred _____

Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.*

☒ Contingent
☒ Unliquidated
☒ Disputed

Basis for the claim: business loanIs the claim subject to offset? ☒ No ☐ Yes\$16,000,000.00**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
 Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 0.00
 5b. + \$ 17,734,795.31

5c. \$ 17,734,795.31

Schedule F & G Supplement

The scheduled debt owing to Siemens Financial Services, Inc. ("Siemens") is in an estimated amount, since the Debtor was unable to obtain a pay off as of the petition date. In addition, the Debtor understands that the scheduled debt to Siemens is actually to Siemens in its capacity as agent for itself and Wilmington Savings Fund Society ("WSFS") and that Siemens sold its debt to a third party, the identity and address of which could not be obtained by the Debtor by the petition date.

In addition, the Debtor believes that there are additional co-debtors beyond those disclosed in the Debtor's Bankruptcy Schedule H, which co-debtors are no longer in operation and/or have merged into other parties. Since each of those co-debtors is or was part of the "TSI" or "Tri-State" business, notice of the within filing will be received by virtue of other co-debtors at the 1532 McDaniel Drive, West Chester, PA 19380 address.

Nevertheless, for disclosure purposes, the Debtor believes that the following additional entities are or might be co-debtors of the obligations owing to Siemens:

Imaging Professionals of Pennsylvania, P.C.
Jeanes Radiology Associates, P.C.
Rittenhouse Imaging Center, L.P.
Lebanon Diagnostic Imaging, L.P.
Wilkes-Barre Imaging, L.L.C.
Delaware Open MRI Radiology Associates, P.A.
New Jersey Radiology Associates, P.C.
Silverside Open MRI and Imaging Center, LLC
Jennersville Open MRI and Imaging Center, LLC
Trolley Square Open MRI and Imaging Center, LLC

Fill in this information to identify the case:

Debtor name Tri-State G.P., LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:

Debtor name **Tri-State G.P., LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF PENNSYLVANIA**

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	Fox Chase Medical Center Radiology Assoc	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F 3.2 <input type="checkbox"/> G _____
2.2	Jay Rosenblum	101 Maple Avenue Bala Cynwyd, PA 19004	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F 3.1 <input type="checkbox"/> G _____
2.3	Jay Rosenblum	101 Maple Avenue Bala Cynwyd, PA 19004	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F 3.2 <input type="checkbox"/> G _____
2.4	Kenneth E. Brumberger	1136 Tower Lane Narberth, PA 19072	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F 3.1 <input type="checkbox"/> G _____
2.5	Kenneth E. Brumberger	1136 Tower Lane Narberth, PA 19072	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F 3.2 <input type="checkbox"/> G _____

Debtor **Tri-State G.P., LLC**

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	Michael A. Carr	5281 Rogers Circle Plymouth Meeting, PA 19462	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
-----	------------------------	--	-------------------------------------	--

2.7	Michael A. Carr	5281 Rogers Circle Plymouth Meeting, PA 19462	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.8	Michael Clair	410 S. Front Street #306 Philadelphia, PA 19147	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
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2.9	Michael Clair	410 S. Front Street #306 Philadelphia, PA 19147	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.10	Philip J. Moldofsky	3239 Fawn Road Worcester, PA 19490	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.11	Tri-State Imaging Consultants, LLC	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.12	Tri-State Imaging DE Holdings, LLC	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.13	Tri-State Imaging NJ Holdings, LLC	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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Debtor **Tri-State G.P., LLC**

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.14	Tri-State Imaging PA Holdings, LLC	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.15	Tri-State Imaging PR, LLC	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.16	TSI, LP	1532 McDaniel Drive West Chester, PA 19380	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.17	WCP Breast MRI, LP	1532 McDaniel Drive West Chester, PA 19380	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
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2.18	William Hartz	511 Waldron Drive Haverford, PA 19041	Maxus Capital Group, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
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2.19	William Hartz	511 Waldron Drive Haverford, PA 19041	Siemens Financial Services, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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Fill in this information to identify the case:

Debtor name Tri-State G.P., LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address
Relationship to debtor

Dates

Total amount of value

Reasons for payment or transfer

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Tri-State G.P., LLC**

Case number (if known) _____

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Maxus Capital Group, LLC v. WCP Breast MRI, LP	civil suit		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

Debtor **Tri-State G.P., LLC**

Case number (if known)

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Smith Kane Holman, LLC 112 Moores Road Suite 300 Malvern, PA 19355	Attorney Fees	12/20/16	\$3,000.00
	Email or website address dsmith@skhlaw.com			
	Who made the payment, if not debtor? invidual owners			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	--	------------------------	-----------------------

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
14.1. 101 Greenwood Avenue Suite 150 Jenkintown, PA 19046	

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Debtor **Tri-State G.P., LLC**

Case number (if known) _____

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address

Names of anyone with access to it

Description of the contents

Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Debtor **Tri-State G.P., LLC**

Case number (if known) _____

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	-------------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. WCP Breast MRI, LP 1532 McDaniel Drive West Chester, PA 19380	now defunct breast imaging center	Dates business existed EIN: 33-1193456 From-To

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. Morison Cogen LLP 484 Norristown Road Suite 100 Blue Bell, PA 19422	
26a.2. Joanne Fleury 1532 McDaniel Drive West Chester, PA 19380	

Debtor **Tri-State G.P., LLC**

Case number (if known) _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

Name and address

If any books of account and records are unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Michael A. Carr	5281 Rogers Circle Plymouth Meeting, PA 19462		10.26%
Michael R. Clair	410 S. Front Street #306 Philadelphia, PA 19147		17.95%
William Hartz	511 Waldron Drive Haverford, PA 19041		17.95%
Philip Moldofsky	3239 Fawn Street Worcester, PA 19490		17.95%
Jay Rosenblum	101 Maple Avenue Bala Cynwyd, PA 19004		17.95%
Kenneth E. Brumberger	1136 Tower Lane Narberth, PA 19072		17.95%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in

Debtor **Tri-State G.P., LLC**

Case number (if known)

control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
-------------------------------	--	-------	--------------------------------

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 28, 2016**

/s/ Michael Carr
 Signature of individual signing on behalf of the debtor

Michael Carr
 Printed name

Position or relationship to debtor **President**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

B2030 (Form 2030) (12/15)

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re **Tri-State G.P., LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	3,000.00
Prior to the filing of this statement I have received	\$	3,000.00
Balance Due	\$	0.00

2. \$ **335.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:
- ☐ Debtor ☒ Other (specify): **Debtor's individual owners**
4. The source of compensation to be paid to me is:
- ☒ Debtor ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - [Other provisions as needed]
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:
- Filing and prosecution of any motion by the Debtor, contesting any motion filed by a party in the case, representation of Debtor in adversary proceeding or any investigation or analysis that could give rise to an adversary proceeding, representing the Debtor in any 2004 examination and responding to any inquiry of a creditor or the trustee outside the ordinary course of the case.**

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

December 28, 2016

Date

/s/ David B. Smith

David B. Smith 59098

Signature of Attorney

Smith Kane Holman, LLC

112 Moores Road

Suite 300

Malvern, PA 19355

610-407-7215 Fax: 610-407-7218

dsmith@skhlaw.com

Name of law firm

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re **Tri-State G.P., LLC**

Debtor(s)

Case No.

Chapter

7

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **December 28, 2016**

/s/ Michael Carr

Michael Carr/President

Signer/Title

Fox Chase Medical Center Radiology Assoc
1532 McDaniel Drive
West Chester, PA 19380

Jay Rosenblum
101 Maple Avenue
Bala Cynwyd, PA 19004

Kenneth E. Brumberger
1136 Tower Lane
Narberth, PA 19072

Maxus Capital Group, LLC
31300 Bainbridge Road
Solon, OH 44139

Michael A. Carr
5281 Rogers Circle
Plymouth Meeting, PA 19462

Michael Clair
410 S. Front Street
#306
Philadelphia, PA 19147

Philip J. Moldofsky
3239 Fawn Road
Worcester, PA 19490

Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, NJ 08830

Tri-State Imaging Consultants, LLC
1532 McDaniel Drive
West Chester, PA 19380

Tri-State Imaging DE Holdings, LLC
1532 McDaniel Drive
West Chester, PA 19380

Tri-State Imaging NJ Holdings, LLC
1532 McDaniel Drive
West Chester, PA 19380

Tri-State Imaging PA Holdings, LLC
1532 McDaniel Drive
West Chester, PA 19380

Tri-State Imaging PR, LLC
1532 McDaniel Drive
West Chester, PA 19380

TSI, LP
1532 McDaniel Drive
West Chester, PA 19380

WCP Breast MRI, LP
1532 McDaniel Drive
West Chester, PA 19380

William Hartz
511 Waldron Drive
Haverford, PA 19041

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re **Tri-State G.P., LLC**

Debtor(s)

Case No.
Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Tri-State G.P., LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

December 28, 2016
Date

/s/ David B. Smith

David B. Smith 59098

Signature of Attorney or Litigant
Counsel for **Tri-State G.P., LLC**
Smith Kane Holman, LLC

**112 Moores Road
Suite 300
Malvern, PA 19355
610-407-7215 Fax:610-407-7218
dsmith@skhlaw.com**